

Registre de Commerce et des Sociétés

Numéro RCS : B173306

Référence de dépôt : L160164954

Déposé et enregistré le 29/08/2016

KFPGBYBX20160825T09415301_001

RCSL Nr. : B173306

Matricule : 2012 2449 123

eCDF entry date : 25/08/2016

BALANCE SHEET

Financial year from ⁰¹ 01/01/2015 to ⁰² 31/12/2015 (in ⁰³ USD)

Apache Finance Egypt I

6, rue Eugène Ruppert
L-2453 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101	0,00	0,00
I. Subscribed capital not called	1103	0,00	0,00
II. Subscribed capital called but unpaid	1105	0,00	0,00
B. Formation expenses	1107	0,00	0,00
C. Fixed assets	1109	6.505.090.443,00	9.049.584.272,00
I. Intangible fixed assets	1111	0,00	0,00
1. Research and development costs	1113	0,00	0,00
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115	0,00	0,00
a) acquired for valuable consideration and need not be shown under C.I.3	1117	0,00	0,00
b) created by the undertaking itself	1119	0,00	0,00
3. Goodwill, to the extent that it was acquired for valuable consideration	1121	0,00	0,00
4. Payments on account and intangible fixed assets under development	1123	0,00	0,00
II. Tangible fixed assets	1125	0,00	0,00
1. Land and buildings	1127	0,00	0,00
2. Plant and machinery	1129	0,00	0,00

The notes in the annex form an integral part of the annual accounts

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131	0,00	0,00
4. Payments on account and tangible fixed assets under development	1133	0,00	0,00
III. Financial fixed assets	1135	6.505.090.443,00	9.049.584.272,00
1. Shares in affiliated undertakings	1137	12.279.005,00	4.976.458,00
2. Amounts owed by affiliated undertakings	1139	6.492.811.438,00	9.044.607.814,00
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141	0,00	0,00
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143	0,00	0,00
5. Securities and other financial instruments held as fixed assets	1145	0,00	0,00
6. Loans and claims held as fixed assets	1147	0,00	0,00
7. Own shares or own corporate units	1149	0,00	0,00
D. Current assets	4	790.291,00	747.932,00
I. Inventories	1153	0,00	0,00
1. Raw materials and consumables	1155	0,00	0,00
2. Work and contracts in progress	1157	0,00	0,00
3. Finished goods and merchandise	1159	0,00	0,00
4. Payments on account	1161	0,00	0,00
II. Debtors	1163	745.986,00	743.295,00
1. Trade receivables	1165	0,00	0,00
a) becoming due and payable within one year	1167	0,00	0,00
b) becoming due and payable after more than one year	1169	0,00	0,00
2. Amounts owed by affiliated undertakings	1171	735.501,00	735.501,00
a) becoming due and payable within one year	1173	735.501,00	735.501,00
b) becoming due and payable after more than one year	1175	0,00	0,00
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177	0,00	0,00
a) becoming due and payable within one year	1179	0,00	0,00
b) becoming due and payable after more than one year	1181	0,00	0,00

RCSL Nr. : B173306

Matricule : 2012 2449 123

	Reference(s)	Current year	Previous year
4. Other receivables	1183	183 10.485,00	184 7.794,00
a) becoming due and payable within one year	1185	185 10.485,00	186 7.794,00
b) becoming due and payable after more than one year	1187	187 0,00	188 0,00
III. Transferable securities and other financial instruments	1189	189 0,00	190 0,00
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests	1191	191 0,00	192 0,00
2. Own shares or own corporate units	1193	193 0,00	194 0,00
3. Other transferable securities and other financial instruments	1195	195 0,00	196 0,00
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197	197 44.305,00	198 4.637,00
E. Prepayments	1199	199 0,00	200 0,00
TOTAL (ASSETS)		201 6.505.880.734,00	202 9.050.332.204,00

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 <u>5</u>	301 <u>33.709.984,00</u>	302 <u>19.995.931,00</u>
I. Subscribed capital	1303 _____	303 <u>20.000,00</u>	304 <u>20.000,00</u>
II. Share premium and similar premiums	1305 _____	305 <u>13.260.845,00</u>	306 <u>5.848.297,00</u>
III. Revaluation reserves	1307 _____	307 <u>0,00</u>	308 <u>0,00</u>
IV. Reserves	1309 _____	309 <u>2.602.000,00</u>	310 <u>2.600.000,00</u>
1. Legal reserve	1311 _____	311 <u>2.000,00</u>	312 <u>0,00</u>
2. Reserve for own shares or own corporate units	1313 _____	313 <u>0,00</u>	314 <u>0,00</u>
3. Reserves provided for by the articles of association	1315 _____	315 <u>2.600.000,00</u>	316 <u>2.600.000,00</u>
4. Other reserves	1317 _____	317 <u>0,00</u>	318 <u>0,00</u>
V. Profit or loss brought forward	1319 _____	319 <u>11.525.634,00</u>	320 <u>5.451.483,00</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>6.493.878,00</u>	322 <u>6.285.750,00</u>
VII. Interim dividends	1323 _____	323 <u>-192.373,00</u>	324 <u>-209.599,00</u>
VIII. Capital investment subsidies	1325 _____	325 <u>0,00</u>	326 <u>0,00</u>
IX. Temporarily not taxable capital gains	1327 _____	327 <u>0,00</u>	328 <u>0,00</u>
B. Subordinated debts	1329 <u>6</u>	329 <u>6.471.151.287,00</u>	330 <u>9.029.610.697,00</u>
1. Convertible loans	1413 _____	413 <u>6.471.151.287,00</u>	414 <u>9.029.610.697,00</u>
a) becoming due and payable within one year	1415 _____	415 <u>0,00</u>	416 <u>0,00</u>
b) becoming due and payable after more than one year	1417 _____	417 <u>6.471.151.287,00</u>	418 <u>9.029.610.697,00</u>
2. Non convertible loans	1419 _____	419 <u>0,00</u>	420 <u>0,00</u>
a) becoming due and payable within one year	1421 _____	421 <u>0,00</u>	422 <u>0,00</u>
b) becoming due and payable after more than one year	1423 _____	423 <u>0,00</u>	424 <u>0,00</u>
C. Provisions	1331 <u>7</u>	331 <u>999.915,00</u>	332 <u>684.311,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 <u>0,00</u>	334 <u>0,00</u>
2. Provisions for taxation	1335 _____	335 <u>983.297,00</u>	336 <u>675.336,00</u>
3. Other provisions	1337 _____	337 <u>16.618,00</u>	338 <u>8.975,00</u>
D. Non subordinated debts	1339 <u>8</u>	339 <u>19.548,00</u>	340 <u>41.265,00</u>
1. Debenture loans	1341 _____	341 <u>0,00</u>	342 <u>0,00</u>
a) Convertible loans	1343 _____	343 <u>0,00</u>	344 <u>0,00</u>
i) becoming due and payable within one year	1345 _____	345 <u>0,00</u>	346 <u>0,00</u>
ii) becoming due and payable after more than one year	1347 _____	347 <u>0,00</u>	348 <u>0,00</u>

	Reference(s)	Current year	Previous year
b) Non convertible loans	1349	349 0,00	350 0,00
i) becoming due and payable within one year	1351	351 0,00	352 0,00
ii) becoming due and payable after more than one year	1353	353 0,00	354 0,00
2. Amounts owed to credit institutions	1355	355 0,00	356 0,00
a) becoming due and payable within one year	1357	357 0,00	358 0,00
b) becoming due and payable after more than one year	1359	359 0,00	360 0,00
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361	361 0,00	362 0,00
a) becoming due and payable within one year	1363	363 0,00	364 0,00
b) becoming due and payable after more than one year	1365	365 0,00	366 0,00
4. Trade creditors	1367	367 5.356,00	368 27.073,00
a) becoming due and payable within one year	1369	369 5.356,00	370 27.073,00
b) becoming due and payable after more than one year	1371	371 0,00	372 0,00
5. Bills of exchange payable	1373	373 0,00	374 0,00
a) becoming due and payable within one year	1375	375 0,00	376 0,00
b) becoming due and payable after more than one year	1377	377 0,00	378 0,00
6. Amounts owed to affiliated undertakings	1379	379 14.192,00	380 14.192,00
a) becoming due and payable within one year	1381	381 14.192,00	382 14.192,00
b) becoming due and payable after more than one year	1383	383 0,00	384 0,00
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	385 0,00	386 0,00
a) becoming due and payable within one year	1387	387 0,00	388 0,00
b) becoming due and payable after more than one year	1389	389 0,00	390 0,00
8. Tax and social security debts	1391	391 0,00	392 0,00
a) Tax debts	1393	393 0,00	394 0,00
b) Social security debts	1395	395 0,00	396 0,00

RCSL Nr. : B173306

Matricule : 2012 2449 123

	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 _____ 0,00	398 _____ 0,00
a) becoming due and payable within one year	1399 _____	399 _____ 0,00	400 _____ 0,00
b) becoming due and payable after more than one year	1401 _____	401 _____ 0,00	402 _____ 0,00
E. Deferred income	1403 _____	403 _____ 0,00	404 _____ 0,00
TOTAL (LIABILITIES)		405 _____ 6.505.880.734,00	406 _____ 9.050.332.204,00

Registre de Commerce et des Sociétés

Numéro RCS : B173306

Référence de dépôt : L160164954

Déposé le 29/08/2016

RCSL Nr. : B173306

Matricule : 2012 2449 123

PROFIT AND LOSS ACCOUNT

Financial year from ⁰¹ 01/01/2015 to ⁰² 31/12/2015 (in ⁰³ USD)

Apache Finance Egypt I

6, rue Eugène Ruppert

L-2453 Luxembourg

A. CHARGES

	Reference(s)	Current year	Previous year
1. Use of merchandise, raw materials and consumable materials			
	1601 _____	601 _____ 0,00	602 _____ 0,00
2. Other external charges	1603 _____ 9	603 _____ 92.370,00	604 _____ 137.196,00
3. Staff costs			
	1605 _____	605 _____ 0,00	606 _____ 0,00
a) Salaries and wages	1607 _____	607 _____ 0,00	608 _____ 0,00
b) Social security on salaries and wages	1609 _____	609 _____ 0,00	610 _____ 0,00
c) Supplementary pension costs	1611 _____	611 _____ 0,00	612 _____ 0,00
d) Other social costs	1613 _____	613 _____ 0,00	614 _____ 0,00
4. Value adjustments			
	1615 _____	615 _____ 0,00	616 _____ 0,00
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____ 0,00	618 _____ 0,00
b) on current assets	1619 _____	619 _____ 0,00	620 _____ 0,00
5. Other operating charges	1621 _____	621 _____ 0,00	622 _____ 0,00
6. Value adjustments and fair value adjustments on financial fixed assets	1623 _____	623 _____ 0,00	624 _____ 0,00
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities			
	1625 _____	625 _____ 0,00	626 _____ 0,00
8. Interest and other financial charges			
	1627 _____	627 _____ 662.998.446,00	628 _____ 696.074.941,00
a) concerning affiliated undertakings	1629 _____ 6	629 _____ 662.996.072,00	630 _____ 696.072.854,00
b) other interest and similar financial charges	1631 _____	631 _____ 2.374,00	632 _____ 2.087,00

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B173306

Matricule : 2012 2449 123

	Reference(s)	Current year	Previous year
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 <u>0,00</u>	650 <u>0,00</u>
10. Extraordinary charges	1633 _____	633 <u>0,00</u>	634 <u>0,00</u>
11. Income tax	1635 _____	635 <u>290.046,00</u>	636 <u>320.577,00</u>
12. Other taxes not included in the previous caption	1637 _____	637 <u>17.915,00</u>	638 <u>16.406,00</u>
13. Profit for the financial year	1639 _____	639 <u>6.493.878,00</u>	640 <u>6.285.750,00</u>
TOTAL CHARGES		641 <u>669.892.655,00</u>	642 <u>702.834.870,00</u>

RCSL Nr. : B173306

Matricule : 2012 2449 123

B. INCOME

	Reference(s)	Current year	Previous year
1. Net turnover	1701 _____	701 _____ 0,00	702 _____ 0,00
2. Change in inventories of finished goods and of work and contracts in progress	1703 _____	703 _____ 0,00	704 _____ 0,00
3. Fixed assets under development	1705 _____	705 _____ 0,00	706 _____ 0,00
4. Reversal of value adjustments	1707 _____	707 _____ 0,00	708 _____ 0,00
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____ 0,00	710 _____ 0,00
b) on current assets	1711 _____	711 _____ 0,00	712 _____ 0,00
5. Other operating income	1713 _____	713 _____ 0,00	714 _____ 0,00
6. Income from financial fixed assets	1715 _____	715 _____ 0,00	716 _____ 0,00
a) derived from affiliated undertakings	1717 _____	717 _____ 0,00	718 _____ 0,00
b) other income from participating interests	1719 _____	719 _____ 0,00	720 _____ 0,00
7. Income from financial current assets	1721 _____	721 _____ 0,00	722 _____ 0,00
a) derived from affiliated undertakings	1723 _____	723 _____ 0,00	724 _____ 0,00
b) other income from financial current assets	1725 _____	725 _____ 0,00	726 _____ 0,00
8. Other interest and other financial income	1727 _____	727 _____ 669.892.655,00	728 _____ 702.834.870,00
a) derived from affiliated undertakings	1729 _____ 3.2	729 _____ 669.891.479,00	730 _____ 702.834.078,00
b) other interest and similar financial income	1731 _____	731 _____ 1.176,00	732 _____ 792,00
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____ 0,00	746 _____ 0,00
10. Extraordinary income	1733 _____	733 _____ 0,00	734 _____ 0,00
13. Loss for the financial year	1735 _____	735 _____ 0,00	736 _____ 0,00
TOTAL INCOME		737 _____ 669.892.655,00	738 _____ 702.834.870,00

Registre de Commerce et des Sociétés

Numéro RCS : B173306

Référence de dépôt : L160164954

Déposé le 29/08/2016

Apache Finance Egypt I

Société à responsabilité limitée

Notes to the annual accounts**As at 31 December 2015****NOTE 1 - GENERAL INFORMATION**

Apache Finance Egypt I (hereafter the 'Company') was incorporated on 27 November 2012 and organised under the laws of Luxembourg as a limited liability company (société à responsabilité limitée) for an unlimited period. The registered office of the Company is established in 6, rue Eugène Ruppert, L-2453 Luxembourg.

On 14 December 2012, the Company established a branch in the State of Delaware, United States of America, named Apache Finance Egypt I US Branch. The position and the results of this branch are included in the Balance Sheet and Profit and Loss account of the Company.

The Company's purpose is to invest, acquire and take participations and interests, in any form whatsoever, in any kind of Luxembourg or foreign companies or entities and to acquire through participations, contributions, purchases, options or in any other way any securities, rights, interests, patents and licenses or other property as the Company shall deem fit, and generally to hold, manage, develop, encumber, sell or dispose of the same, in whole or in part, for such consideration as the Company may think fit.

The Company may also enter into, assist or participate in any financial, commercial and other transactions, and grant to any company or entity associated in any way with the Company, in which the Company has a direct or indirect financial or other interest, any assistance, loan, advance or guarantee, as well as borrow and raise money in any manner and secure the repayment of any money borrowed.

Finally the Company may take any action and perform any operation which is, directly or indirectly, related to its purpose in order to facilitate the accomplishment of such purpose.

The Company's financial year starts on 1 January and ends on 31 December of each year.

Based on the criteria defined by Luxembourg law, the Company is exempt from the obligation to draw up consolidated accounts and a consolidated management report for the year ended 31 December 2015. Therefore, in accordance with the legal provisions, these annual accounts were presented on a non-consolidated basis for the approval of the shareholders during the General Meeting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**2.1 Basis of preparation**

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention. Accounting policies and valuation rules are, besides the ones laid down by the Law of 19 December 2002, determined and applied by the Board of Managers.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise its judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The books and records are maintained in USD and the annual accounts have been prepared in accordance with the valuation rules and accounting policies described below.

2.2 Significant accounting policies

The main valuation rules applied by the Company are the following :

2.2.1 Currency translation

Transactions expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction.

Other assets and liabilities are valued individually at the lower, respectively the higher of their value at the historical exchange rate or their value determined at the exchange rates prevailing at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. Realised exchange gains are recorded in the profit and loss account at the moment of their realisation.

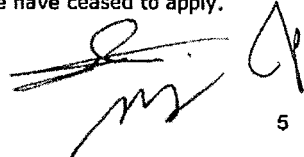
Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year.

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the profit and loss account and the net unrealised exchange gains are not recognised.

2.2.2 Financial fixed assets

Shares in affiliated undertakings and amounts owed to undertakings are valued at purchase price or nominal value (loans and claims) including expenses incidental thereto.

In case of durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of financial fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.



Apache Finance Egypt I

Société à responsabilité limitée

Notes to the annual accounts (cont.)

As at 31 December 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)2.2 Significant accounting policies (cont.)2.2.3 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.4 Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of balance sheet, are either likely to be incurred or certain to be incurred but uncertain as their amount or the date on which they will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions for taxation corresponding to the tax liability estimated by the Company for the financial years for which the tax return has not yet been filed are recorded under the caption "Tax provisions". The advance payments are shown in the assets of the balance sheet under the "Other receivables" item.

2.2.5 Debts

Subordinated and Non subordinated debts are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.

NOTE 3 - FINANCIAL FIXED ASSETS**3.1 Shares in affiliated undertakings**

Name (registered office)	Ownership %	Last balance sheet date	Currency	Net equity at the balance sheet date	Profit or loss for the last financial year
Apache Finance Egypt II 6, rue Eugène Ruppert, L-2453 Luxembourg	100%	31.12.2015	USD	451,788,489	78,106,835

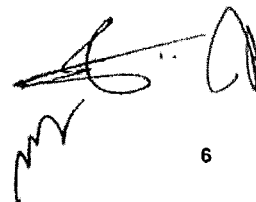
The movements of the year are as follows :

Name	Apache Finance Egypt II S.à r.l. USD
Gross book value - opening balance	4,976,458
Additions for the year	2,835,287,954
(Disposals for the year)	(2,827,985,407)
Transfers for the year	-
Gross book value - closing balance	12,279,005
(Accumulated value adjustments - opening balance)	-
(Additions for the year)	-
Reversals for the year	-
Transfers for the year	-
(Accumulated value adjustments - closing balance)	-
Net book value - closing balance	12,279,005
Net book value - opening balance	4,976,458

During the year, the Company made the following increases of the special reserve account ("Account 115" of the Luxembourg Chart of accounts) of its subsidiary Apache Finance Egypt II S.à r.l. ("AFE II"):

- on 9 January 2015 for an amount of USD 20,000;
- on 4 February 2015 for an amount of USD 90,000;
- on 5 February 2015 for an amount of USD 380,000;
- on 1 April 2015 for an amount of USD 540,000;
- on 16 November 2015 for an amount of USD 6,272,547.

On 22 December 2015, AFE II converted a part of the convertible preferred equity certificates ("CPECs") issued to the Company for an amount of USD 2,827,985,407 into share capital (see note 3.2). On the same date, the Company decreased its share capital by a similar amount.



Apache Finance Egypt I

Société à responsabilité limitée

Notes to the annual accounts (cont.)

As at 31 December 2015

NOTE 3 - FINANCIAL FIXED ASSETS (CONT.)**3.2 Amounts owed by affiliated undertakings**

Name	CPECs in Apache Finance Egypt II USD
Maturity date	21/12/2042
Interest rate	0.080698 USD per CPECs
Gross book value - opening balance	9,044,607,814
Additions for the year	276,189,031
(Disposals for the year)	(2,827,985,407)
Transfers for the year	-
Gross book value - closing balance	6,492,811,438
(Accumulated value adjustments - opening balance)	-
(Additions for the year)	-
Reversals for the year	-
Transfers for the year	-
(Accumulated value adjustments - closing balance)	-
Net book value - closing balance	6,492,811,438
Net book value - opening balance	9,044,607,814
Yield on CPECs payable for the year	702,834,078
Accrued yield at the end of the year	-

The Convertible Preferred Equity Certificates ("CPECs") were issued to the Company by AFE II on 21 December 2012. The CPECs have a par value of USD 1.00 and a yield of 0.080698 per CPECs per annum. They shall be redeemed on the 30th anniversary date following the date of their issuance and may be converted into shares at the option of the Company or AFE II in accordance with their terms and conditions.

The yield is only payable to the extent declared by the Board of Managers of AFE II. Any yield not declared by the Board of Managers of AFE II is neither accumulated nor carried forward.

On 1 December 2015, the Company acknowledged the payment by AFE II of a yield amounting to USD 669,891,479.

A portion of the yield amounting to USD 393,702,448 was paid in cash on 1 December 2015. The remaining outstanding amount of USD 276,189,031 was paid by way of the issuance of additional CPECs on 22 December 2015.

On 22 December 2015, AFE II decided to convert 2,827,985,407 Series A CPECs into 2,827,985,407 shares of its subscribed capital.

NOTE 4 - DEBTORS**4.1 Amounts owed by affiliated undertakings**

	2015 USD	2014 USD
<i>becoming due and payable within one year</i>		
IFL to Apache Luxembourg Holdings IV	596,629	596,629
IFL to Apache Luxembourg Holdings II	80,842	80,842
IFL Apache Finance Egypt II Sarl	30,000	30,000
IFL to Apache Luxembourg Holdings I	24,388	24,388
IFL to Apache North America LLC	3,642	3,642
	735,501	735,501

4.2 Other receivables

	2015 USD	2014 USD
<i>becoming due and payable within one year</i>		
Corporate income tax advances paid 2013	3,495	3,897
Corporate income tax advances paid 2014	3,495	3,897
Corporate income tax advances paid 2015	3,495	-
	10,485	7,794

Apache Finance Egypt I
 Société à responsabilité limitée
Notes to the annual accounts (cont.)
 As at 31 December 2015

NOTE 5 - CAPITAL AND RESERVES

5.1 Subscribed capital

The subscribed capital of the Company amounts to USD 20,000 and is divided into 20,000 shares fully paid up with a nominal value of USD 1 each.

The movements on the "Subscribed capital" item during the year are as follows:

	Nominal value USD	Number Shares	Total Amount USD
Subscribed capital - opening balance	1	20,000	20,000
Subscriptions for the year	1	21,587,674	21,587,674
(Redemptions for the year)	1	(21,587,674)	(21,587,674)
Subscribed capital - closing balance	1	20,000	20,000

On 22 December 2015, the Company converted 2,827,985,407 CPECs into 21,587,674 shares of the subscribed capital along with a global share premium of USD 2,806,397,733. On the same day, the Company decreased the subscribed capital by a similar amount (see note 6 for details).

5.2 Share premium and similar premiums

At the end of the year, the movements of the "Share premium and similar premiums" are as follows:

	Share premium USD	Other premiums USD
Share premium and similar premiums - opening balance		5,848,297
Increase for the year *	2,806,397,733	7,412,548
Decrease for the year	(2,806,397,733)	-
Share premium and similar premiums - closing balance		13,260,845

* See note 5.1

During the year, Apache North America LLC ("ANA") and Apache Overseas LLC ("AO") made the following contributions to the special reserve account ("Account 115" of the Luxembourg Chart of Accounts):

- On 9 January 2015 for an amount of USD 20,000 each;
- On 4 February 2015 for an amount of USD 280,000 each;
- On 1 April 2015 for an amount of USD 270,000 each;
- On 16 November 2015 for an amount of USD 3,136,274 each.

5.3 Legal reserve

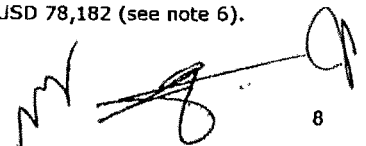
The Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

5.4 Movements for the year on the reserves and profit and loss items

Movements on the reserves and profit and loss items during the financial year are as follows:

	Legal reserve USD	Other reserves USD	Profit or loss brought forward USD	Profit or loss for the financial year USD	Interim dividend USD
At the beginning of the year	-	2,600,000	5,451,483	6,285,750	(209,599)
Movements for the year					
Allocation of prior year's result	2,000	-	6,074,151	(6,285,750)	209,599
Dividends distribution	-	-	-	-	(192,373)
Result of the year	-	-	-	6,493,878	-
Other movements	-	-	-	-	-
At the end of the year	2,000	2,600,000	11,525,634	6,493,878	(192,373)

On 1 December 2015, the shareholders of the Company declared an interim permitted dividend for an aggregate amount of USD 192,373 with effect as of 31 December 2015. The permitted dividend was partially paid in cash for an aggregate amount of USD 114,191 and partially by the way of issuance of the additional CPECs for an aggregate amount of USD 78,182 (see note 6).



Apache Finance Egypt I

Société à responsabilité limitée

Notes to the annual accounts (cont.)

As at 31 December 2015

NOTE 6 - SUBORDINATED DEBTS

Amounts due and payable for the accounts shown under "Subordinated debts" are as follows:

	Within one year	After one year and within five years	After more than five years	Total	Total
	USD	USD	USD	2015 USD	2014 USD
CPECs - Tranche A	-	-	2,436,740,314	2,436,740,314	3,400,130,020
CPECs - Tranche B	-	-	4,034,410,973	4,034,410,973	5,629,480,677
Total	-	-	6,471,151,287	6,471,151,287	9,029,610,697

The above CPECs have a par value of USD 1 and have a yield of USD 0.08 per CPECs per annum. They may be redeemed on the 30th anniversary following the date of the issuance and may be converted into shares of the Company at the option of the holder or the Company in accordance with their terms and conditions. They are transferable only to non affiliates with the express consent of the Company and of all the non-transferring holders and do not carry voting rights.

The yield is only payable to the extent declared by the Board of Managers. Any yield not declared by the Board of Managers is neither accumulated nor carried forward.

On 2 December 2015, the Company declared a yield payable to the holders for an aggregate amount USD 662,996,072. A portion of the yield amounting to USD 393,548,257 was paid in cash on 1 December 2015. The remaining outstanding amount of USD 269,447,815 was paid by way of the issuance of additional CPECs on 22 December 2015.

On the same date, the Company declared and paid an interim dividend of USD 192,373. The permitted dividend was partially paid in cash for an aggregate amount of USD 114,191 and partially by the way of issuing of additional CPECs for an aggregate amount of USD 78,182.

On 22 December 2015, the Company converted a total number of 1,064,890,270 CPECs held by AO into 8,128,933 converted shares with a share premium attached thereto of an amount of 1,056,781,337.

On 22 December 2015, the Company converted a total number of 1,763,095,137 CPECs held by ANA into 13,458,741 converted shares with a share premium attached thereto of an amount of 1,749,636,396.

NOTE 7 - PROVISIONS**7.1 Provisions for taxation**

Provisions for taxation corresponding to the tax liability estimated by the Company for the financial years for which the tax return has not yet been filed are recorded under the caption "Tax provisions". The advance payments are shown in the assets of the balance sheet under the "Other receivables" item.

	2015 USD	2014 USD	2013 USD	TOTAL USD
Provisions for Corporate Income Tax	224,033	247,431	251,269	722,733
Provisions for Municipal Business Tax	66,013	73,145	73,852	213,010
Provisions for Net Wealth Tax	17,915	16,406	13,232	47,553
	307,961	336,982	338,353	983,296

7.2 Other provisions

Other provisions relate to tax advisors fee for an amount of USD 16,618 (2013: USD 8,975).

NOTE 8 - NON SUBORDINATED DEBTS

Amounts due and payable for the amounts shown under "Non subordinated debts" are as follows:

	Within one year	After one year and within five years	After more than five years	Total	Total
	USD	USD	USD	2015 USD	2014 USD
Trade creditors	5,356	-	-	5,356	27,073
Amounts owed to affiliated undertakings	14,192	-	-	14,192	14,192
Total	19,548	-	-	19,548	41,265

Apache Finance Egypt I

Société à responsabilité limitée

Notes to the annual accounts (cont.)

As at 31 December 2015

NOTE 8 - NON SUBORDINATED DEBTS (CONT.)**8.1 Trade creditors**

	2015 USD	2014 USD
<i>becoming due and payable within one year</i>		
Administration fees - payable	5,356	5,341
Legal fees - payables	-	14,096
Administration fees - accrued expenses	-	7,636
	<u>5,356</u>	<u>27,073</u>

8.2 Amounts owed to affiliated undertakings becoming due and payable within one year.

Name	amount USD	interest %	due dates
Amounts payable to Apache Corporation	3,726	0%	None
Amounts payable to Apache Finance Egypt II S.à r.l.	10,466	0%	None
Total	14,192		

NOTE 9 - Other external charges

Other external charges are presented as follows:

	2015 USD	2014 USD
Service fees	40,000	40,000
Administration fees	31,636	51,091
Legal fees	10,133	34,605
Tax advisor fees	9,595	10,490
Bank fees	618	534
Other fees	388	476
	<u>92,370</u>	<u>137,196</u>

NOTE 10 - Interest and other financial charges

Interest and other financial charges are presented as follows:

	2015	2014
Interest on CPECs	662,996,072	696,072,854
Foreign exchange losses	2,376	2,087
	<u>662,998,448</u>	<u>696,074,941</u>

Appendix to the annual accounts for the year ended 31 December 2015

Apache Finance Egypt I
Société à responsabilité limitée
Registered office: 6, rue Eugène Ruppert, L-2453 Luxembourg
R.C.S. Luxembourg: B 173306
Share capital: USD 20,000.-
(the "Company")

Year result: USD 6,493,878.00

Allocation of the result:

Dividend:	USD 192,373.00
Profit to carry forward to next financial year:	USD 6,301,505.00